

March 04, 2022

To,
Corporate Communication Department
BSE Limited
Phiroze Jeejeeboy Towers,
Dalal street, Mumbai - 400 001.
BSE Scrip Code : 532528

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051.
Symbol: DATAMATICS

Sub: Intimation under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), we wish to inform you that the Board of Directors of Datamatics Global Services Limited (“the Company”) at their Board Meeting held on 4th March, 2022, have, inter alia, approved the Scheme of Amalgamation (“Scheme”) under section 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder.

The Scheme inter alia provides for amalgamation of Delta Infosolutions Private Limited (“Transferor Company”) into Datamatics Global Services Limited (“Transferee Company”).

The Scheme as aforesaid is subject to necessary approvals by the Bombay Stock Exchange (“BSE”), National Stock Exchange of India Limited (“NSE”), Securities and Exchange Board of India, Shareholders and Creditors of the Companies, as may be applicable, the National Company Law Tribunal (“NCLT”), Mumbai Bench and such other statutory and regulatory approvals as may be required.

The Scheme as approved by the Board would be available on the website of the Company at <https://www.datamatics.com/about-us/investor-relations> post submitting the same to the BSE and NSE. The relevant documents obtaining approval under Regulation 37 of the SEBI Listing Regulations will be submitted to the BSE and NSE.

In terms of SEBI Listing Regulations read with Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, we are furnishing herewith the details of the Scheme as Annexure 1.

The Meeting of the Board of Directors commenced at 11.30 A.M. and concluded at 12.30 P.M.

Kindly take the above on your record and acknowledge the receipt.

Thanking you,

For Datamatics Global Services Limited

Divya Kumat
EVP, Chief Legal Officer and Company Secretary
(FCS: 4611)



Annexure 1

Disclosure under Regulation 30 of SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015

Scheme of Arrangement

a)	Name of the Entities forming part of the Scheme, details in brief such as size, turnover, etc.	<p>The Scheme provides for amalgamation of Delta Infosolutions Private Limited (“Delta” or “Transferor Company”) into Datamatics Global Services Limited (“DGSL” or “Transferee Company”).</p> <p>Brief Details of the Net Worth, total assets, and total income is as follows:</p> <p style="text-align: right;">(Rs. in Crores)</p> <table border="1" data-bbox="540 800 1344 1289"><thead><tr><th>Particulars</th><th>Net worth</th><th>Total Income</th><th>Total Assets</th></tr></thead><tbody><tr><td></td><td>As on 31 March, 2021</td><td>As on 31 March, 2021</td><td>As on 31 March, 2021</td></tr><tr><td>Datamatics Global Services Limited</td><td>559.42</td><td>468.52</td><td>678.49</td></tr><tr><td>Delta Infosolutions Private Limited</td><td>16.89</td><td>-</td><td>17.15</td></tr></tbody></table>	Particulars	Net worth	Total Income	Total Assets		As on 31 March, 2021	As on 31 March, 2021	As on 31 March, 2021	Datamatics Global Services Limited	559.42	468.52	678.49	Delta Infosolutions Private Limited	16.89	-	17.15
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Delta Infosolutions Private Limited	16.89	-	17.15															
b)	Whether the transaction would fall under Related Party Transaction? If yes, whether the same is done at arms’ length?	<p>Delta Infosolutions Private Limited holds ~54.45% of the total equity shares of Datamatics Global Services Limited. Accordingly, the Scheme would fall within the ambit of related party transactions.</p> <p>Pursuant to the Scheme, Datamatics Global Services Limited will issue consideration by way of equity shares to the shareholders of Delta Infosolutions Private Limited as recommended by the Board relying on the Report on recommendation of fair share exchange ratio obtained from CS Shreyansh M. Jain, Registered Valuer, dated 4th March 2022 and Fairness Opinion on the same obtained from Kunvarji Finstock Private Limited, dated 4th March 2022.</p> <p>Further, the Scheme is approved by the Audit Committee of Datamatics Global Services Limited, the Transferee Company, as</p>																



		<p>well as a committee of Independent Directors of Datamatics Global Services Limited.</p> <p>Also, it is pertinent to note that MCA vide circular no. 30/2014 dated 17th July 2014 has clarified that transactions arising, inter alia, out of Compromises, Arrangements and Amalgamation will not attract requirement of section 188 of the Companies Act, 2013.</p> <p>Lastly, it is also pertinent to note that the shares held by Delta Infosolutions Private Limited (~54.45%) in Datamatics Global Services Limited will be cancelled and the same number of shares will be issued to the shareholders of Delta Infosolutions Private Limited (proportionate to their shareholding in Delta Infosolutions Private Limited), and therefore, there would not be any change in the promoter / promoter group shareholding of Datamatics Global Services Limited.</p>
c)	Areas of business of the entities	<p>1) Datamatics Global Services Limited – The company is a technology company that builds intelligent solutions enabling data-driven businesses to digitally transform themselves through Robotics, Artificial Intelligence, Cloud, Mobility and Advanced Analytics.</p> <p>2) Delta Infosolutions Private Limited – The company is the holding company and one of the promoters of Datamatics Global Services Limited, holding ~54.45% of the total shares of the Datamatics Global Services Limited.</p>
d)	Rationale for the Scheme	<p>It is proposed to amalgamate Transferor Company into the Transferee by the Scheme, as a result of which the shareholders of the Transferor Company (including the promoter/ promoter group of the Transferee Company) would directly hold shares in the Transferee Company, since it is envisaged that the following benefits would, inter alia, accrue to the Transferee Company:</p> <ul style="list-style-type: none">• The amalgamation will result in the promoters of the Transferor Company directly holding shares in the Transferee Company, which will lead not only to simplification of the shareholding structure and reduction of shareholding tiers but also demonstrate the promoter group’s direct commitment to and engagement with the Transferee Company;



		<ul style="list-style-type: none">• The amalgamation will enable greater focus of the management on the business and facilitate in creating enhanced value for Transferee Company's shareholders and allow a focused strategy in operations, which would be in the best interest of all its shareholders, creditors, and stakeholders.• The promoter/ promoter group of the Transferee Company is desirous of streamlining its holding in the Transferee Company. As a step towards such rationalization, it is proposed to merge the Transferor Company into the Transferee Company;• The promoter/ promoter group would continue to hold the same percentage of shares in the Transferee Company, pre and post the amalgamation. There would also be no change in the paid-up share capital and the financial position of the Transferee Company.• Further, the shareholders of the Transferor Company shall indemnify the Transferee Company and keep the Transferee Company indemnified for liability, claim, demand, if any, which may devolve on the Transferee Company on account of this amalgamation. <p>Lastly, it is also pertinent to note that the shares held by Delta Infosolutions Private Limited (~54.45%) in Datamatics Global Services Limited will be cancelled and the same number of shares will be issued to the shareholders of Delta Infosolutions Private Limited (proportionate to their shareholding in Delta Infosolutions Private Limited), and therefore, there would not be any change in the promoter/ promoter group shareholding of Datamatics Global Services Limited.</p>
e)	In case of cash consideration - amount or otherwise share exchange ratio	There is no cash consideration involved in the Scheme. Share exchange ratio based on the Report issued by CS Shreyansh M. Jain, Registered Valuer: <i>3,20,98,742 (Three Crore Twenty Lakhs Ninety-Eight Thousand Seven Hundred and Forty Two) fully paid equity shares of INR 5/- each of Datamatics Global Services Limited to be issued and</i>



		<p><i>allotted to the Equity Shareholders of Delta Infosolutions Private Limited, in proportion to their holdings in Delta Infosolutions Private Limited in the event of amalgamation of Delta Infosolutions Private Limited into Datamatics Global Services Limited.</i></p>																												
f)	Brief details of change in shareholding of listed entity	<table border="1"> <thead> <tr> <th rowspan="2">Category</th> <th colspan="2">Pre-Scheme</th> <th colspan="2">Post-Scheme</th> </tr> <tr> <th>No. of Equity Shares</th> <th>% holding</th> <th>No. of Equity Shares</th> <th>% holding</th> </tr> </thead> <tbody> <tr> <td>Promoters and Promoter Group</td> <td>4,20,17,846</td> <td>71.28</td> <td>4,20,17,846</td> <td>71.28</td> </tr> <tr> <td>Public Shareholders</td> <td>1,69,31,491</td> <td>28.72</td> <td>1,69,31,491</td> <td>28.72</td> </tr> <tr> <td>Total</td> <td>5,89,49,337</td> <td>100.00</td> <td>5,89,49,337</td> <td>100.00</td> </tr> </tbody> </table> <p>The shares held by Delta Infosolutions Private Limited (~54.45%) in Datamatics Global Services Limited will be cancelled and the same number of shares will be issued to the shareholders of Delta Infosolutions Private Limited (proportionate to their shareholding in Delta Infosolutions Private Limited), and therefore, there would not be any change in the promoter/ promoter group shareholding of Datamatics Global Services Limited.</p>					Category	Pre-Scheme		Post-Scheme		No. of Equity Shares	% holding	No. of Equity Shares	% holding	Promoters and Promoter Group	4,20,17,846	71.28	4,20,17,846	71.28	Public Shareholders	1,69,31,491	28.72	1,69,31,491	28.72	Total	5,89,49,337	100.00	5,89,49,337	100.00
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